

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE:
EF-290, LLC

Debtor

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Case No. 20-10640-tmd

Chapter 11

NOTICE OF SALE AND STATEMENT OF SALE PROCEEDS

COMES NOW EF-290, LLC (the “Debtor”) and files this Notice of Sale and Statement of Proceeds pursuant to Federal Rule of Bankruptcy Procedure 6004(f).

SALE PROCEEDS AND DISTRIBUTIONS

On or about September 3, 2020, the Debtor completed the sale of certain assets (set forth below) as indicated in that certain Asset Purchase Agreement entered into between the Debtor and Infill Properties Two, LLC on or about September 1, 2020 (the “APA”) and approved by this Court’s order approving same (Docket No. 135). Pursuant to that closing, the Debtor received unallocated sale proceeds of \$351,338.76, which was distributed as follows:

- \$285,000 to Berkshire Bank as secured creditor
- \$5,000 to Michael Colvard as Subchapter V Trustee
- \$10,000 to Hajjar Peters as Debtor’s counsel
- \$50,000 to Three Twenty-One Capital Partners, LLC as Investment Bankers
- \$1,338.76 to Alpha-Omega Amusements, Inc. for cure costs

PURCHASED ASSETS

The Purchased Assets, as that term is used in the APA, assets sold are as follows:

- Except for the tangible and intangible personal property listed on Schedule 1.1(a) attached to the APA (the “Excluded Personal Property”), all personal property set forth on Schedule 1.2(b) attached to the APA (the “Scheduled Personal Property”), together with all of

Seller's right, title and interest in any additional personal property owned by Seller as of the date hereof and all of Seller's right, title and interest in any personal property owned by Seller on the date of Closing, including, without limitation, all inventory, furniture, furnishings, fixtures, fittings, appliances, gaming and entertainment devices, apparatus, equipment, tools, machinery, maintenance supplies, heating, ventilating, air-conditioning, incinerating, lighting, plumbing and electrical fixtures, hot water heaters, furnaces, heating controls, motors and boiler pressure systems and equipment, contract rights, claims, systems, names, "doing business as" names, goodwill, trademarks, branding, websites, domain names, e-commerce names, social media accounts, email addresses, telephone numbers, facsimile numbers, logos, customer information, vendor information, books, records, files and other items of tangible and intangible personal property (collectively hereinafter referred to as the "Personal Property").

- Licenses and Permits. Except for the Excluded Assets, to the extent assignable by Seller to Buyer all of Seller's right, title and interest in and to licenses, permits, certificates of occupancy, or similar documents including those indicated on Schedule 1.3 (collectively, the "Licenses and Permits").
- Assumed Contracts. All Seller's right, title, and interest in the Contracts, Leases, Licenses, and Permits listed in Schedule 1.4 (the "Assumed Contracts").
- Excluded Assets. Other than the Purchased Assets consisting of the Personal Property, the Licenses and Permits, and the Assumed Contracts, Buyer is not purchasing or acquiring, and Seller is not selling or assigning, any other assets, properties, rights or interests of Seller, and all such other assets, properties, rights and interests are expressly excluded from the Purchased Assets (the "Excluded Assets") and nothing herein shall be deemed to sell,

transfer, assign or convey any of the Excluded Assets to Buyer. The Excluded Assets shall expressly include (i.e., exclude from the Purchased Assets) the Seller's lease with BBCC Oak Hill, LLC, which shall be rejected by the Seller pursuant to 11 U.S.C. § 365(a).

Schedule 1.2(b), which supplements the foregoing assets, includes the following:

1. Trade names, trade-dress, "doing business as" names, goodwill, trademarks, branding, websites, domain names, e-commerce names, social media accounts, email addresses, telephone numbers, facsimile numbers, logos, customer information, vendor information, books, records, and files
2. EF-290, LLC website
3. Customer Email Lists through Mailchimp
4. Clip N Climb
5. Ballocity
6. Laser Tag
7. Time Freak Laser
8. Bowling
9. Bumper Cars
10. Design Elements
11. Ropes Course
12. Kitchen Equipment
13. Leasehold Improvements: A&G Electrical
14. Leasehold Improvements: Viking Fence
15. Leasehold Improvements: Regular Check
16. Attractions: Laser Tag
17. Leasehold Improvements: Signage

18. Leasehold Improvements: Hill Country Electrical

19. Leasehold Improvements: LT Plumbing

20. Dyezz Security Equipment

21. TSYS/Transfirst

22. Attractions: Arcade

23. Intercar POS Equipment

24. Attractions: Design Elements

25. Furniture and Fixtures

26. Kitchen Equipment

27. Touch Bistro P.O.S System

28. Attractions: Ballocity (2)

29. A.V. Equipment

30. Leasehold Improvements: Central Texas

31. Bubble Column

32. Attractions: Axe Throwing

33. Leasehold Improvements: City of Austin-SBA

34. Arcade Attraction Arcade

35. Connect 4 Hoops

Dated: September 10, 2020

Respectfully submitted,

HAJJAR PETERS LLP

/s/Charlie Shelton

Charlie Shelton

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Todd Headden

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ATTORNEYS FOR DEBTOR

CERTIFICATE OF SERVICE

The foregoing was served on September 10, 2020 via CM/ECF on all parties requesting service thereby. Additionally, on September 10, 2020 or within one business day thereafter, the Debtor mailed the foregoing via United States first class mail to the parties below and, additionally, emailed such parties where an email address is listed.

<p>EF-290 7101 Highway 71 Austin, TX 78735</p> <p><i>Debtor</i> <i>United States First Class Mail</i></p>	<p>Kell C. Mercer 1602 East Cesar Chavez Street Austin, Texas 78702</p> <p><i>Counsel for Oak Hill</i> <i>Via CM/ECF and via e-mail to:</i> <i>Kell.mercer@mercerc-law-pc.com</i></p>
<p>Michael Colvard Martin & Drought, P.C. Weston Centre 112 East Pecan Street, Suite 1616 San Antonio, TX 78205</p> <p><i>Subchapter V Trustee</i> <i>Via CM/ECF and via e-mail to:</i> <i>mcolvard@mdtlaw.com</i></p>	<p>Marvin E. Sprouse III 401 Congress Avenue, Suite 1540 Austin, TX 78701</p> <p><i>Counsel for Equity</i> <i>Via CM/ECF and via e-mail to:</i> <i>msprouse@sprousepllc.com</i></p>
<p>Steven Bass U.S. Attorney's Office 903 San Jacinto Blvd., Ste. 334 Austin, TX 78701-2449</p> <p>Counsel for the United States of America <i>Via CM/ECF and via e-mail to:</i> <i>Steven.Bass@usdoj.gov</i></p>	<p>Alpha-Omega Amusement, Inc. Corporate Facility Location 12 Elkin Road East Brunswick, NJ 08816</p>
<p>Merchant Café Inc. 2306 Kuykendall Georgetown, TX 78626-8182</p>	<p>Google Fiber 210 Colorado Street Austin, TX 78701</p>
<p>Internal Revenue Service Centralized Insolvency Office P.O. Box 7346 Philadelphia, PA 19101-7346</p>	<p>Texas Comptroller P.O. Box 149359 Austin, TX 78714</p>

State Comptroller 111 E. 17th Street Austin, TX 78774	Berkshire Bank 1787 Sentry Parkway West Building 16, Suite 200 Blue Bell, PA 19422 <i>United States First Class Mail</i>
United States Trustee 903 San Jacinto Blvd., Room 230 Austin, TX 78701 <i>United States First Class Mail</i>	Andrew Roggensack 4115 Grand Ave. Western Springs, IL 60558 <i>United States First Class Mail</i>
ASKBR Investments, LLC C/O Andrew Roggensack 4115 Grand Ave Western Springs, IL 60558 <i>United States First Class Mail</i>	Dave Paul 1532 West 93 rd Court Crown Point, IN 46 46307 <i>United States First Class Mail</i>
Chase Bank USA. N.A. Attn: Keith W. Schuck 200 White Clay Center Dr. Newark, DE 19711-0000 <i>United States First Class Mail</i>	Greg and Nancy Fernandez 19506 Gran Robe San Antonio, TX 78258 <i>United States First Class Mail</i>
Eppen Entertainment Group, LLC 12700 Cricoli Drive Austin, TX 78739 <i>United States First Class Mail</i>	Robert and Connie Jirgl P.O. Box 565 Dowagiac, MI 49047 <i>United States First Class Mail</i>
U.S. Small Business Administration Chief, AIB 409 3 rd Street., SW Washington, DC 20416 <i>United States First Class Mail</i>	BBCC Oak Hill 151 W. 6 th Street Austin, TX 78703 <i>Via U.S. First Class Mail</i>

/s/ Charlie Shelton
Charlie Shelton